

# **EXHIBIT D**

**CERTIFICATION PURSUANT TO  
THE FEDERAL SECURITIES LAWS**

I, Robert E Jones, on behalf of Oklahoma Firefighters Pension and Retirement System (“Oklahoma FF”), hereby certify, as to the claims asserted under the federal securities laws, that:

1. I am the Executive Director of Oklahoma FF. I have reviewed a complaint filed in this matter. Oklahoma FF has authorized the filing of this motion for appointment as lead plaintiff.
2. Oklahoma FF did not purchase the securities that are the subject of this action at the direction of counsel or in order to participate in any action arising under the federal securities laws.
3. Oklahoma FF is willing to serve as a lead plaintiff and representative party on behalf of the Class, including providing testimony at deposition and trial, if necessary. Oklahoma FF fully understands the duties and responsibilities of the lead plaintiff under the Private Securities Litigation Reform Act, including the selection and retention of counsel and overseeing the prosecution of the action for the Class.
4. Oklahoma FF’s transactions in the Novo Nordisk A/S securities that are the subject of this action are set forth in the chart attached hereto.
5. Oklahoma FF has sought to serve and was appointed as a lead plaintiff and representative party on behalf of a class in the following actions under the federal securities laws filed during the three-year period preceding the date of this Certification:

*In re Herbalife, Ltd. Securities Litigation*, No. 14-cv-2850 (C.D. Cal.)

*In re Rocket Fuel, Inc. Securities Litigation*, No. 14-cv-3998 (N.D. Cal.)

*Oklahoma Firefighters Pension and Retirement Systems v. Rayonier Advanced Materials, Inc.*, No. 15-cv-546 (M.D. Fla.)

*City of St. Clair Shores Police and Fire Retirement System v. Nationstar Mortgage Holdings, Inc.*, No. 15-cv-61170 (S.D. Fla.)

*Avila v. LifeLock, Inc.*, No. 15-cv-1398 (D. Ariz.)

*In re Broadcom Corporation Stockholder Litigation*, No. 15-cv-979 (C.D. Cal.)

*Murphy v. Precision Castparts Corp.*, No. 16-cv-521 (D. Or.)

6. Oklahoma FF has sought to serve as a lead plaintiff and representative party on behalf of a class in the following actions under the federal securities laws filed during the three-year period preceding the date of this Certification, but either withdrew its motions for lead plaintiff or was not appointed lead plaintiff:

*In re Ply Gem Holdings, Inc., Securities Litigation*, No. 14-cv-3577 (S.D.N.Y.)  
*Rihn v. ACADIA Pharmaceuticals Inc.*, No. 15-cv-575 (S.D. Cal.)  
*Union Asset Management Holding AG v. SanDisk Corporation*,  
No. 15-cv-1455 (N.D. Cal.)  
*Markman v. Whole Foods Market, Inc.*, No. 15-cv-681 (W.D. Tex.)  
*Ho v. Flotek Industries, Inc.*, No. 15-cv-3327 (S.D. Tex.)

7. Oklahoma FF has served as a representative party on behalf of a class in the following actions filed under the federal securities laws during the three years preceding the date of this Certification:

*Oklahoma Firefighters Pension and Retirement System v. Neustar, Inc.*,  
No. 14-cv-885 (E.D. Va.)  
*Oklahoma Firefighters Pension and Retirement System v. Xerox Corporation*,  
No. 16-cv-8260 (S.D.N.Y.)

8. Oklahoma FF will not accept any payment for serving as a representative party on behalf of the Class beyond Oklahoma FF's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class, as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of March 2017.

  
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Robert E. Jones

Executive Director

*Oklahoma Firefighters Pension and  
Retirement System*

**Oklahoma Firefighters Pension and Retirement System  
Transactions in Novo Nordisk A/S**

<u>Transaction</u>	<u>Date</u>	<u>Shares</u>	<u>Price</u>
Purchase	6/16/2015	4,373	55.8772
Purchase	6/16/2015	4,835	55.8166
Purchase	6/17/2015	5,431	55.1525
Purchase	6/30/2015	16,956	54.6908
Purchase	9/4/2015	7,913	54.3078
Purchase	9/8/2015	962	55.7545
Purchase	7/21/2016	7,702	55.0898
Sale	3/2/2015	(6,931)	47.5210
Sale	3/3/2015	(14,327)	47.1758
Sale	3/4/2015	(5,293)	46.6617
Sale	11/16/2015	(915)	53.1720
Sale	1/12/2016	(10,899)	55.1325

**CERTIFICATION PURSUANT TO  
THE FEDERAL SECURITIES LAWS**

I, Padraic P. Lydon, on behalf of Boston Retirement System ("Boston"), hereby certify, as to the claims asserted under the federal securities laws, that:

1. I am the General Counsel of Boston. I have reviewed a complaint filed in this matter. Boston has authorized the filing of this motion for appointment as lead plaintiff.
2. Boston did not purchase the securities that are the subject of this action at the direction of counsel or in order to participate in any action arising under the federal securities laws.
3. Boston is willing to serve as a lead plaintiff and representative party on behalf of the Class, including providing testimony at deposition and trial, if necessary. Boston fully understands the duties and responsibilities of the lead plaintiff under the Private Securities Litigation Reform Act, including the selection and retention of counsel and overseeing the prosecution of the action for the Class.
4. Boston's transactions in the Novo Nordisk A/S securities that are the subject of this action are set forth in the chart attached hereto.
5. Boston has sought to serve and was appointed as a lead plaintiff and representative party on behalf of a class in the following actions under the federal securities laws filed during the three-year period preceding the date of this Certification:

*City of Providence, Rhode Island v. Bats Global Markets, Inc.*, No. 14-cv-2811 (S.D.N.Y.)  
*State-Boston Retirement System v. Infoblox, Inc.*, No. 14-cv-2500 (N.D. Cal.)  
*In re FireEye, Inc. Securities Litigation*, No. 14-cv-5204 (N.D. Cal.)  
*In re PTC Therapeutics, Inc. Securities Litigation*, No. 16-cv-1224 (D.N.J.)

6. Boston has sought to serve as a lead plaintiff and representative party on behalf of a class in the following actions under the federal securities laws filed during the three-year period preceding the date of this Certification, but either withdrew its motions for lead plaintiff or was not appointed lead plaintiff:

*In re Allied Nevada Gold Corp., Securities Litigation*, No. 14-cv-175 (D. Nev.)  
*In re Rocket Fuel, Inc. Securities Litigation*, No. 14-cv-3998 (N.D. Cal.)  
*Woburn Retirement System v. Salix Pharmaceuticals, Ltd.*, No. 14-cv-8925 (S.D.N.Y.)  
*Ong v. Chipotle Mexican Grill, Inc.*, No. 16-cv-141 (S.D.N.Y.)  
*In re LendingClub Securities Litigation*, No. 16-cv-2627 (N.D. Cal.)  
*Boston Retirement System v. Volkswagen AG*, No. 16-cv-3435 (N.D. Cal.)  
*Schwarz v. Opus Bank*, No. 16-cv-7991 (C.D. Cal.)

7. Boston has served as a representative party on behalf of a class in the following action filed under the federal securities laws during the three years preceding the date of this Certification:

*Boston Retirement System v. Alexion Pharmaceuticals, Inc.*, No. 16-cv-2127 (D. Conn.)

8. Boston will not accept any payment for serving as a representative party on behalf of the Class beyond Boston's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class, as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13<sup>th</sup> day of March 2017.



Padraic P. Lydon

General Counsel

*Boston Retirement System*

**Boston Retirement System**  
**Transactions in Novo Nordisk A/S (NVO)**

<u>Transaction</u>	<u>Date</u>	<u>Shares</u>	<u>Price</u>
Purchase	3/3/2016	7,430	52.2993
Purchase	3/10/2016	8,300	56.0842
Purchase	3/21/2016	10,680	54.6063
Purchase	3/29/2016	7,970	54.0157
Purchase	3/30/2016	3,680	54.3952
Sale	9/28/2016	(959)	43.5525
Sale	10/4/2016	(37,101)	40.5103

**CERTIFICATION AND AUTHORIZATION**

I, Jay Ravins, on behalf of the Employees' Pension Plan of the City of Clearwater ("Clearwater"), hereby certify, as to the claims asserted under the federal securities laws, that:

1. I am authorized in my capacity as Finance Director of Clearwater to initiate litigation on Clearwater's behalf and to execute this Certification applying for Lead Plaintiff status and for all other purposes in connection with this litigation.
2. Clearwater did not purchase the securities that are the subject of this action at the direction of counsel, or in order to participate in any action arising under the federal securities laws.
3. Clearwater is willing to serve as a representative party on behalf of the Class, including providing testimony at deposition and trial, if necessary.
4. Clearwater's transactions in Novo Nordisk A/S securities that are the subject of this litigation are set forth in the Schedule A attached hereto.
5. Clearwater has sought to serve and was appointed as lead plaintiff and representative party on behalf of a class in the following actions under the federal securities laws filed during the three-year period preceding the date of this Certification: *None*
6. Clearwater has sought to serve as a lead plaintiff and representative party on behalf of a class in the following actions under the federal securities laws filed during the three-year period preceding the date of this Certification, but either withdrew its motion for lead plaintiff, was not appointed lead plaintiff or the lead plaintiff decision is still pending:  
  
*Luna v. Marvell Technology Group, Ltd. et al.*, No. 5:15-cv-05447 (N.D. Cal.)  
  
*French v. CBL & Associates Properties, Inc. et al.*, No. 1:16-cv-165 (E.D. Tenn.)
7. Clearwater will not accept any payment for serving as a representative party on behalf of the Class beyond Clearwater's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class, as ordered or approved by the Court.



I declare under penalty of perjury that the foregoing is true and correct.  
Executed this 13th day of February 2017.

Employees' Pension Plan of the City of  
Clearwater



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Jay Ravins, Finance Director

**SCHEDULE A****Employees' Pension Plan of the City of Clearwater  
Transactions in Novo-Nordisk A/S****Beg. Hold.**                0

<b>Purchases</b>		
<b>Date</b>	<b>Shares</b>	<b>Price</b>
07/21/15	12,842	\$58.30
08/28/15	5,960	\$55.53
12/22/15	12,030	\$56.94
07/14/16	22,214	\$55.40

<b>Sales</b>		
<b>Date</b>	<b>Shares</b>	<b>Price</b>
<i>11/02/16</i>	<i>2,601</i>	<i>\$35.42</i>
<i>11/02/16</i>	<i>4,877</i>	<i>\$35.46</i>
<i>11/03/16</i>	<i>2,721</i>	<i>\$35.10</i>
<i>11/03/16</i>	<i>1,060</i>	<i>\$35.32</i>
<i>11/04/16</i>	<i>2,307</i>	<i>\$34.40</i>
<i>11/04/16</i>	<i>3,283</i>	<i>\$34.38</i>
<i>11/07/16</i>	<i>1,933</i>	<i>\$34.15</i>
<i>11/07/16</i>	<i>1,135</i>	<i>\$34.13</i>
<i>11/07/16</i>	<i>3,752</i>	<i>\$34.16</i>
<i>11/08/16</i>	<i>1,058</i>	<i>\$33.82</i>
<i>11/08/16</i>	<i>2,333</i>	<i>\$33.80</i>
<i>11/09/16</i>	<i>3,389</i>	<i>\$34.75</i>
<i>11/09/16</i>	<i>740</i>	<i>\$34.65</i>
<i>11/09/16</i>	<i>6,540</i>	<i>\$34.62</i>
<i>11/10/16</i>	<i>6,371</i>	<i>\$33.92</i>
<i>11/11/16</i>	<i>3,614</i>	<i>\$33.51</i>
<i>11/14/16</i>	<i>2,370</i>	<i>\$33.03</i>
<i>11/14/16</i>	<i>429</i>	<i>\$33.03</i>
<i>11/15/16</i>	<i>2,533</i>	<i>\$33.25</i>

*Note: Sales in Italics indicates post class period transactions*